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Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF WYOMING**

In re:)
)
POWELLVALLEY HEALTH CARE,) Case No. 16-20326
INC.,)
) Chapter 11
Debtor.)

**COVER SHEET TO SPENCER FANE LLP'S
THIRD APPLICATION FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Interim Application
Final Application

Name of Applicant: Spencer Fane LLP

Date of Order Authorizing Employment: July 19, 2016

Period for which compensation is requested: May 1, 2017 through August 31, 2017

Fees and Expenses:

Fees paid prepetition	\$ 0.00	Expenses paid prepetition	\$ 0.00
Fees requested from Estate	\$188,322.41	Expenses requested from Estate	\$3,070.13
Total of fees requested	\$188,322.41	Total of expenses requested	\$3,070.13

Total amount of fees and expenses requested for the above stated period: \$191,392.54.

Total hours billed and applicable billing rate for each person requesting fees as part of this application¹:

Timekeeper	CODE	Position	Hourly Rate	Hours Billed	Amount
J. Nick Badgerow	0025	Partner	446.27 – 525.00	.30	133.88
Philip A. Pearlman	0076	Partner	285.20 – 410.00	161.40	46,030.70
Scott J. Goldstein	0275	Partner	248.85 - 525.00	289.15	71,956.38
David N. Zimmerman	7735	Partner	446.25 – 525.00	4.30	1,918.88
Jamie N. Cotter	0045	Partner	280.50 – 330.00	.70	196.35
Andrew Federhar	4002	Partner	525.00 – 620.00	76.70	40,267.50
Jessica A. Gale	4005	Associate	286.94 – 300.00	52.70	15,121.50
Zachary R. Fairlie	5947	Associate	195.50 – 230.00	13.70	2,678.35
Andrea M. Chase	9704	Associate	219.41 – 260.00	24.10	5,287.85
Jacob Hollars	3910	Associate	216.75 - 255.00	16.80	3,641.40
Matthew A. Petersen	8763	S/Associate	114.75 – 114.75	4.94	566.87
Lisa F. Wright	7600	Paralegal	127.50 – 220.00	4.10	522.75
TOTAL				648.89	188,322.41

This is the third application filed by Applicant.

Dated: December 4, 2017

SPENCER FANE LLP

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ATTORNEYS FOR OFFICIAL COMMITTEE
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¹ The reason for the different rates is that the Committee has provided substantial discounts in this case, and the bills at times reflect reduced rates for different time periods

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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF WYOMING**

In re:)
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POWELL VALLEY HEALTH CARE,)
INC.) Case No. 16-20326
) Chapter 11
Debtor.)

**SPENCER FANE LLP'S THIRD APPLICATION FOR
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Spencer Fane LLP (“Applicant”) on behalf of the Official Committee of Unsecured Creditors (the “Committee”) and pursuant to its appointment has performed professional services in connection with its continued representation of the Committee. The Applicant hereby files this third application for interim compensation in the amount of \$188,322.41 and reimbursement of expenses incurred in the amount of \$3,070.13 for the period May 1, 2017, through August 31, 2017 (the “Third Interim Period”) and respectfully represents as follows:

INTRODUCTION

1. The Debtor, Powell Valley Health Care (“PVHC”), filed a voluntary Chapter 11 petition on May 16, 2016 (“Petition Date”).
2. Daniel J. Morse is the duly qualified and acting representative for the United States Trustee’s Office (“Trustee”).

3. On June 21, 2016, the Trustee filed its Notice of Appointment of the Official Committee of Unsecured Creditors for the Debtor's Chapter 11 bankruptcy estate (the "Committee").

4. On July 14, 2016, the Committee filed its Application to Employ Spencer Fane LLP as Counsel for the Official Committee of Unsecured Creditors. On July 19, 2016, the Court entered an Order Approving Employment of Attorneys for the Committee.

5. On December 20, 2016, Applicant filed its first application for allowance of compensation and reimbursement of expenses in the amounts of \$170,826.72 and \$1,265.76, respectively, for a total of \$172,092.48 from June 16, 2016 through November 30, 2016 ("First Interim Application") as counsel to the Committee, and, on February 6, 2017, the Court entered an order approving the First Interim Application [Doc #442].

6. On June 7, 2017, Applicant filed its second application for allowance of compensation and reimbursement of expenses in the amounts of \$119,256.67 and \$722.48, respectively, for a total of \$119,979.15 from December 1, 2016 through April 30, 2017 ("Second Interim Application") as counsel to the Committee, and, on July 12, 2017, the Court entered an order approving the Second Interim Application [Doc #593].

7. On October 20, 2016, the Court entered the Order Approving Motion to Establish Interim Compensation Procedures for Spencer Fane (the "Compensation Order") [Doc. 347]. Spencer Fane has properly prepared and contemporaneously maintained the attached time entries pursuant to the Compensation Order. Spencer Fane has not received any objections and/or responses to any of its monthly billing statements submitted for the Third Interim Period as required by the Compensation Order.

THIRD INTERIM APPLICATION

Applicant's services and disbursements for the Third Interim Period are summarized in detail in this application and in the accompanying exhibits.

Attorneys Performing Services¹

The following attorneys and paralegals performed professional services during the Third Interim Period for which compensation is sought, as indicated:

Timekeeper	CODE	Position	Hourly Rate	Hours Billed	Amount
J. Nick Badgerow	0025	Partner	446.27 – 525.00	.30	133.88
Philip A. Pearlman	0076	Partner	285.20 – 410.00	161.40	46,030.70
Scott J. Goldstein	0275	Partner	248.85 - 525.00	289.15	71,956.38
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Lisa F. Wright	7600	Paralegal	127.50 – 220.00	4.10	522.75
TOTAL				648.89	188,322.41

Nature of the Services

A narrative description of the services provided to the Committee during the Third Interim Period is set forth in detail with the time spent and services performed by category in monthly billing statements attached hereto as Exhibit 1.

¹ The reason for the different rates is that the Committee has provided substantial discounts in this case, and the bills at times reflect reduced rates for different time periods.

Overview

This case, from the Committee's view, involves the protection of the approximately 24 – 26 tort claimants who were injured by a former doctor of the Debtor, and a fair payment of their claims in an organized and fair manner.

Applicant's Services

Applicant has continued to assist the Committee in an attempt to obtain a consensual plan and to protect the tort claimants' rights. Applicant has worked with Debtor's counsel and the tort claimants' insurance counsel and their representatives making substantial progress on a consensual plan. Applicant has analyzed the proposed amended plan filed by Debtor, the various plan documents, and potential liability issues. Applicant has worked on a potential mediation to resolve issues and allow for a Plan to be confirmed without further substantial objections, costs and expenses, and time delays.

Summary Of Fees

In summary, the fees sought, by category, are as follows:

1.	Case Administration	\$ 731.85
2.	Avoidance Actions Analysis	\$ NC
3.	Employment/Fee Applications and/or Objections	\$ NC
4.	Litigation / Contested-Adversary proceedings	\$ 3,512.62
5.	Plan/Disclosure Statement	\$184,077.94
Total fees sought		\$188,322.41

Reimbursement of Expenses

In connection with the services provided during the Third Interim Period, Applicant incurred travel/lodging expenses associated with the insurance meeting and mediation/settlement conference events expenses in the total amount of \$5,981.89, of which Applicant is requesting reimbursement of only \$3,070.13 creating a 66% discount for the Committee. A summary of these expenses is set forth in Exhibit 2, attached hereto. Applicant has not received any reimbursement for these expenses.

STATEMENT PURSUANT TO F.R.B.P 2016(a)

Applicant shall look only to the Estate for compensation. Any compensation received by Applicant will be shared among the partners, of counsel attorneys, and associate attorneys of the firm pursuant to its normal income distribution agreements. No agreement or understanding exists between the Applicant and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with the case. For the applicable Third Interim Time Period, the Committee and Spencer Fane have provided the Debtor estate with a discount of attorney fees and expenses in the total amount of \$191,392.54.

REQUEST FOR RELIEF

WHEREFORE, Applicant respectfully requests allowance and payment of interim compensation and reimbursement of expenses in the amounts of \$188,322.41 and \$3,070.18, respectively, pursuant to 11 U.S.C. §§ 330 and 331, for the period of May 1, 2017 through August 31, 2017, and entry of an order authorizing the Committee to disburse to Spencer Fane LLP any and all remaining unpaid fees and expenses due for the Third Interim Period set forth above.

Dated: December 4, 2017

Respectfully submitted,

SPENCER FANE LLP

By: /s/ Jamie N. Cotter

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